Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION 420426707

A Employer identification number: 65-6234202

Number and street (or P O box number if mail is not delivered to street address): C/O FIDUCIARY TRUST CO INTL - 600 FIFTH AV — Room/suite

B Telephone number (see page 10 of the instructions): (212) 632-3000

City or town, state, and ZIP code: NEW YORK, NY 10020

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 2,900,820.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ________ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	114,366.	103,053.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-79,821.			
	b	Gross sales price for all assets on line 6a 2,754,861.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	5,999.	-6,825.		STMT 3
	12	**Total.** Add lines 1 through 11	40,544.	96,228.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 4	1,750.	1,400.	NONE	350.
	c	Other professional fees (attach schedule) STMT 5	49,063.	15,093.		4,005.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	2,041.	407.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	357.	71.		286.
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	53,211.	16,971.	NONE	4,641.
	25	Contributions, gifts, grants paid	149,000.			149,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	202,211.	16,971.	NONE	153,641.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-161,667.			
	b	**Net investment income** (if negative, enter -0-)		79,257.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	2,333.	262.	262.
2	Savings and temporary cash investments	237,000.	271,000.	271,000.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 7	2,730,152.	2,532,483.	2,629,558.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,969,485.	2,803,745.	2,900,820.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	2,730,152.	2,532,483.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	239,333.	271,262.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,969,485.	2,803,745.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,969,485.	2,803,745.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,969,485.
2	Enter amount from Part I, line 27a	2	-161,667.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	356.
4	Add lines 1, 2, and 3	4	2,808,174.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	4,429.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,803,745.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-79,821.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	185,944.	3,160,051.	0.05884208831
2007	238,882.	3,565,854.	0.06699152573
2006	194,999.	3,507,489.	0.05559504249
2005	202,596.	3,247,342.	0.06238825476
2004	174,536.	3,159,077.	0.05524904901

2	**Total** of line 1, column (d)	2	0.29906596030
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.05981319206
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,766,800.
5	Multiply line 4 by line 3	5	165,491.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	793.
7	Add lines 5 and 6	7	166,284.
8	Enter qualifying distributions from Part XII, line 4	8	153,641.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,585.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,585.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,585.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,580.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,580.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	5.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 10			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FIDUCIARY TR CO INTL Telephone no. ▶ (212)632-3000

Located at ▶ 600 FIFTH AVENUE, NEW YORK, NY ZIP + 4 ▶ 10020

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 14		NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,528,717.
b	Average of monthly cash balances	1b	280,217.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,808,934.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,808,934.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	42,134.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,766,800.
6	**Minimum investment return.** Enter 5% of line 5	6	138,340.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	138,340.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,585.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,585.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	136,755.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	136,755.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	136,755.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	153,641.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	153,641.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	153,641.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					136,755.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				NONE	
b Total for prior years 20 07 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2009					
a From 2004	20,351.				
b From 2005	44,341.				
c From 2006	30,399.				
d From 2007	63,591.				
e From 2008	29,521.				
f **Total** of lines 3a through e		188,203.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 153,641.					
a Applied to 2008, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2009 distributable amount					136,755.
e Remaining amount distributed out of corpus		16,886.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		205,089.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		20,351.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		184,738.			
10 Analysis of line 9					
a Excess from 2005	44,341.				
b Excess from 2006	30,399.				
c Excess from 2007	63,591.				
d Excess from 2008	29,521.				
e Excess from 2009	16,886.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

N/A

b The form in which applications should be submitted and information and materials they should include:

N/A

c Any submission deadlines.

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 19				
Total . . . . . . ▶ **3a**				149,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	114,366.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	5,999.	
8 Gain or (loss) from sales of assets other than inventory			18	-79,821.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				40,544.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 40,544.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

▶ William Hundley Lelburgh 05/12/2010 ▶ President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶	Date MAY 07 2010	Check if self-employed ▶ ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00537841	
Firm's name (or yours if self-employed), address, and ZIP code ▶	FIDUCIARY TRUST COMPANY INTL 600 FIFTH AVENUE NEW YORK, NY 10020	EIN ▶ 13-5069335 Phone no.

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					807.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					310.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-329.	
		2500. ABERDEEN ASIA PACIFIC INCOME FD IN PROPERTY TYPE: SECURITIES					05/06/2009	10/08/2009
16,029.00		13,050.00					2,979.00	
		5000. ABERDEEN ASIA PACIFIC INCOME FD IN PROPERTY TYPE: SECURITIES					02/04/2003	10/08/2009
32,059.00		25,281.00					6,778.00	
		1300. ALPHA NATURAL RESOURCES INC PROPERTY TYPE: SECURITIES					08/27/2009	10/19/2009
49,677.00		44,080.00					5,597.00	
		820. BRISTOL MYERS SQUIBB CO. PROPERTY TYPE: SECURITIES					11/06/2008	01/26/2009
18,495.00		16,857.00					1,638.00	
		1000. BROOKFIELD ASSET MANAGEMENT CL A PROPERTY TYPE: SECURITIES					11/20/2007	12/02/2009
21,550.00		34,275.00					-12,725.00	
		115. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES					11/06/2008	11/04/2009
11,188.00		9,427.00					1,761.00	
		275. BURLINGTON NORTHN SANTA FE CORP PROPERTY TYPE: SECURITIES					10/30/2008	11/04/2009
26,753.00		22,917.00					3,836.00	
		1150. CVS CORP PROPERTY TYPE: SECURITIES					10/31/2008	08/05/2009
39,484.00		35,156.00					4,328.00	
		7000. CHINA REAL ESTATE INFO CORP PROPERTY TYPE: SECURITIES					11/17/2009	12/18/2009
72,700.00		105,098.00					-32,398.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000. CISCO SYS INC PROPERTY TYPE: SECURITIES					03/18/2009	05/06/2009
19,320.00		16,498.00					2,822.00	
		50000. DCP MIDSTREAM LLC SR NT 144A DTD PROPERTY TYPE: SECURITIES					02/20/2009	04/20/2009
49,000.00		49,925.00					-925.00	
		50000. ENTERPRISE PRODUCTS OPERATING LLP PROPERTY TYPE: SECURITIES					12/05/2008	06/05/2009
56,500.00		50,625.00					5,875.00	
		200000. FEDERAL HOME LOAN BANK CALL DTD PROPERTY TYPE: SECURITIES					10/05/2006	10/19/2009
200,000.00		199,418.00					582.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	01/15/2009
35.00		37.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	02/16/2009
34.00		36.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	03/16/2009
514.00		537.00					-23.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	04/15/2009
34.00		35.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	05/15/2009
1,099.00		1,149.00					-50.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	06/15/2009
32.00		34.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	07/15/2009
36.00		38.00					-2.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	08/17/2009
673.00		704.00					-31.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	09/15/2009
845.00		883.00					-38.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #58518 PROPERTY TYPE: SECURITIES					04/14/2003	10/15/2009
347.00		362.00					-15.00	
		16258.2609 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES					04/14/2003	11/16/2009
32.00		34.00					-2.00	
		16226.2769 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES					04/14/2003	12/15/2009
32.00		33.00					-1.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	01/20/2009
417.00		416.00					1.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	02/20/2009
799.00		797.00					2.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	03/20/2009
982.00		979.00					3.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	04/20/2009
999.00		996.00					3.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	05/20/2009
1,075.00		1,072.00					3.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	06/22/2009
1,050.00		1,046.00					4.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/22/2009	07/20/2009
1,280.00		444.00					836.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	07/20/2009
		850.00					-850.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/22/2009	08/20/2009
1,387.00		481.00					906.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	08/20/2009
		922.00					-922.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/22/2009	09/21/2009
1,134.00		393.00					741.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	09/21/2009
		754.00					-754.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/22/2009	10/20/2009
1,744.00		604.00					1,140.00	
		. GOVERNMENT NATL MTG ASSN PL # 3808 DTD PROPERTY TYPE: SECURITIES					06/15/2006	10/20/2009
		1,159.00					-1,159.00	
		36334.9718 GOVERNMENT NATL MTG ASSN PL # PROPERTY TYPE: SECURITIES					06/22/2009	11/20/2009
		435.00					-435.00	
		36334.9718 GOVERNMENT NATL MTG ASSN PL # PROPERTY TYPE: SECURITIES					06/15/2006	11/20/2009
1,254.00		833.00					421.00	
		35108.4428 GOVERNMENT NATL MTG ASSN PL # PROPERTY TYPE: SECURITIES					06/22/2009	12/21/2009
		425.00					-425.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		35108.4428 GOVERNMENT NATL MTG ASSN PL # PROPERTY TYPE: SECURITIES					06/15/2006	12/21/2009
1,227.00		815.00					412.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	01/15/2009
23.00		24.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	02/16/2009
4.00		4.00						
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	03/16/2009
16.00		17.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	04/15/2009
7.00		7.00						
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	05/15/2009
92.00		94.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	06/15/2009
5.00		6.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	07/15/2009
6.00		6.00						
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	08/17/2009
6.00		6.00						
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	09/15/2009
3.00		3.00						
		. GOVERNMENT NATL MTG ASSN MTG PL #51085 PROPERTY TYPE: SECURITIES					06/15/2006	10/15/2009
3.00		3.00						

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2733.795 GOVERNMENT NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES					06/15/2006	11/16/2009
152.00		155.00					-3.00	
		2726.187 GOVERNMENT NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES					06/15/2006	12/15/2009
4.00		4.00						
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	01/15/2009
68.00		71.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	02/16/2009
69.00		71.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	03/16/2009
75.00		77.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	04/15/2009
75.00		78.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	05/15/2009
87.00		90.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	06/15/2009
76.00		79.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	07/15/2009
77.00		79.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	08/17/2009
77.00		80.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	09/15/2009
78.00		80.00					-2.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. GOVERNMENT NATL MTG ASSN MTG PL #54222 PROPERTY TYPE: SECURITIES					08/27/2007	10/15/2009
78.00		81.00					-3.00	
		38059.1325 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES					08/27/2007	11/16/2009
78.00		81.00					-3.00	
		37822.1865 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES					08/27/2007	12/15/2009
79.00		82.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	01/15/2009
11.00		12.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	02/16/2009
11.00		12.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	03/16/2009
11.00		12.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	04/15/2009
11.00		12.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	05/15/2009
11.00		12.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	06/15/2009
11.00		12.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	07/15/2009
11.00		12.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	08/17/2009
685.00		717.00					-32.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	09/15/2009
11.00		11.00						
		. GOVERNMENT NATL MTG ASSN MTG PL # 5440 PROPERTY TYPE: SECURITIES					06/15/2005	10/15/2009
11.00		11.00						
		13032.8378 GOVERNMENT NATL MTG ASSN MTG PROPERTY TYPE: SECURITIES					06/15/2005	11/16/2009
11.00		11.00						
		13011.402 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES					06/15/2005	12/15/2009
11.00		11.00						
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	01/15/2009
179.00		195.00					-16.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	02/16/2009
132.00		143.00					-11.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	03/16/2009
70.00		76.00					-6.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	04/15/2009
60.00		66.00					-6.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	05/15/2009
125.00		135.00					-10.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	06/15/2009
67.00		73.00					-6.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	07/15/2009
50.00		54.00					-4.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	08/17/2009
94.00		102.00					-8.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	09/15/2009
131.00		143.00					-12.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78040 PROPERTY TYPE: SECURITIES					03/16/1998	10/15/2009
181.00		196.00					-15.00	
		4772.816 GOVERNMENT NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES					03/16/1998	11/16/2009
68.00		74.00					-6.00	
		4734.078 GOVERNMENT NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES					03/16/1998	12/15/2009
39.00		42.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128 PROPERTY TYPE: SECURITIES					07/09/2002	01/15/2009
65.00		68.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128 PROPERTY TYPE: SECURITIES					07/09/2002	02/16/2009
43.00		45.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128 PROPERTY TYPE: SECURITIES					07/09/2002	03/16/2009
58.00		61.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128 PROPERTY TYPE: SECURITIES					07/09/2002	04/15/2009
65.00		67.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128 PROPERTY TYPE: SECURITIES					07/09/2002	05/15/2009
71.00		74.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128 PROPERTY TYPE: SECURITIES					07/09/2002	06/15/2009
85.00		88.00					-3.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128					07/09/2002	07/15/2009
		PROPERTY TYPE: SECURITIES						
81.00		84.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128					07/09/2002	08/17/2009
		PROPERTY TYPE: SECURITIES						
61.00		64.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128					07/09/2002	09/15/2009
		PROPERTY TYPE: SECURITIES						
70.00		73.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78128					07/09/2002	10/15/2009
		PROPERTY TYPE: SECURITIES						
51.00		53.00					-2.00	
		3717.5129 GOVERNMENT NATL MTG ASSN MTG P					07/09/2002	11/16/2009
		PROPERTY TYPE: SECURITIES						
54.00		56.00					-2.00	
		3641.5431 GOVERNMENT NATL MTG ASSN MTG P					07/09/2002	12/15/2009
		PROPERTY TYPE: SECURITIES						
76.00		79.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132					06/19/2002	01/15/2009
		PROPERTY TYPE: SECURITIES						
53.00		55.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132					06/19/2002	02/16/2009
		PROPERTY TYPE: SECURITIES						
44.00		46.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132					06/19/2002	03/16/2009
		PROPERTY TYPE: SECURITIES						
60.00		63.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132					06/19/2002	04/15/2009
		PROPERTY TYPE: SECURITIES						
76.00		79.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132					06/19/2002	05/15/2009
		PROPERTY TYPE: SECURITIES						
56.00		59.00					-3.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132 PROPERTY TYPE: SECURITIES					06/19/2002	06/15/2009
50.00		52.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132 PROPERTY TYPE: SECURITIES					06/19/2002	07/15/2009
70.00		73.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132 PROPERTY TYPE: SECURITIES					06/19/2002	08/17/2009
61.00		64.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132 PROPERTY TYPE: SECURITIES					06/19/2002	09/15/2009
61.00		63.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL #78132 PROPERTY TYPE: SECURITIES					06/19/2002	10/15/2009
52.00		54.00					-2.00	
		3308.0233 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES					06/19/2002	11/16/2009
58.00		61.00					-3.00	
		3232.0646 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES					06/19/2002	12/15/2009
76.00		79.00					-3.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	01/15/2009
83.00		85.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	02/16/2009
4,641.00		4,758.00					-117.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	03/16/2009
4,712.00		4,831.00					-119.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	04/15/2009
73.00		75.00					-2.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	05/15/2009
75.00		77.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	06/15/2009
4,557.00		4,672.00					-115.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	07/15/2009
4,486.00		4,599.00					-113.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	08/17/2009
65.00		66.00					-1.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	09/15/2009
65.00		67.00					-2.00	
		. GOVERNMENT NATL MTG ASSN MTG PL # 6506 PROPERTY TYPE: SECURITIES					05/17/2006	10/15/2009
2,476.00		2,538.00					-62.00	
		54695.04 GOVERNMENT NATL MTG ASSN MTG PL PROPERTY TYPE: SECURITIES					05/17/2006	11/16/2009
63.00		65.00					-2.00	
		54631.467 GOVERNMENT NATL MTG ASSN MTG P PROPERTY TYPE: SECURITIES					05/17/2006	12/15/2009
64.00		65.00					-1.00	
		375. ISHARES INC MSCI BRAZIL INDEX FD PROPERTY TYPE: SECURITIES					05/06/2009	08/10/2009
22,766.00		18,971.00					3,795.00	
		375. ISHARES INC MSCI BRAZIL INDEX FD PROPERTY TYPE: SECURITIES					05/06/2009	08/12/2009
22,317.00		18,971.00					3,346.00	
		1420. ISHARES FTSE/XINHUA CHINA 25 PROPERTY TYPE: SECURITIES					03/24/2009	03/24/2009
40,781.00		40,785.00					-4.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		410. ISHARES FTSE/XINHUA CHINA 25 PROPERTY TYPE: SECURITIES					03/24/2009	07/28/2009
17,292.00		11,776.00					5,516.00	
		500. ISHARES FTSE/XINHUA CHINA 25 PROPERTY TYPE: SECURITIES					03/24/2009	08/10/2009
20,978.00		14,361.00					6,617.00	
		500. ISHARES FTSE/XINHUA CHINA 25 PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2009
20,580.00		14,361.00					6,219.00	
		1000. ISHARES IBOXX $ HIGH YIELD CORP BO PROPERTY TYPE: SECURITIES					05/06/2009	08/05/2009
82,803.00		76,007.00					6,796.00	
		765. JACOBS ENG GROUP INC PROPERTY TYPE: SECURITIES					05/06/2009	09/01/2009
33,137.00		27,202.00					5,935.00	
		825. JOY GLOBAL INC PROPERTY TYPE: SECURITIES					05/06/2009	09/01/2009
31,339.00		23,650.00					7,689.00	
		1000. JOY GLOBAL INC PROPERTY TYPE: SECURITIES					09/06/2006	09/01/2009
37,987.00		45,547.00					-7,560.00	
		700. KINDER MORGAN ENERGY PTNRS LP PROPERTY TYPE: SECURITIES					02/27/2009	04/17/2009
33,184.00		34,944.00					-1,760.00	
		975. LEUCADIA NATL CORP PROPERTY TYPE: SECURITIES					05/30/2007	05/06/2009
22,872.00		34,322.00					-11,450.00	
		1075. MICROSOFT CORP PROPERTY TYPE: SECURITIES					10/30/2008	07/08/2009
23,682.00		25,560.00					-1,878.00	
		1900. PFIZER INC. R PROPERTY TYPE: SECURITIES					10/31/2008	01/26/2009
30,006.00		34,257.00					-4,251.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3000. POWERSHARES DYNAMIC PROPERTY TYPE: SECURITIES					04/19/2006	07/22/2009
44,829.00		54,960.00					-10,131.00	
		1000. PROSHARES ULTRASHORT FINANCIALS PROPERTY TYPE: SECURITIES					03/30/2009	04/03/2009
83,145.00		104,740.00					-21,595.00	
		1000. PROSHARES ULTRASHORT FINANCIALS PROPERTY TYPE: SECURITIES					04/21/2009	04/22/2009
57,803.00		72,487.00					-14,684.00	
		3100. SPDR TR UNIT SER 1 PROPERTY TYPE: SECURITIES					11/26/2008	01/07/2009
282,934.00		271,025.00					11,909.00	
		2000. SPDR TR UNIT SER 1 PROPERTY TYPE: SECURITIES					03/04/2009	03/26/2009
164,324.00		142,159.00					22,165.00	
		1000. SPDR GOLD TRUST PROPERTY TYPE: SECURITIES					12/10/2008	12/18/2009
108,787.00		79,861.00					28,926.00	
		1700. SANDRIDGE ENERGY INC PROPERTY TYPE: SECURITIES					05/06/2009	07/28/2009
15,366.00		15,870.00					-504.00	
		1300. SANDRIDGE ENERGY INC PROPERTY TYPE: SECURITIES					11/06/2007	07/28/2009
11,751.00		40,208.00					-28,457.00	
		5000. SOUTH CAROLINA ST HSG TAXABLE CALL PROPERTY TYPE: SECURITIES					06/04/2002	01/05/2009
5,000.00		5,000.00						
		15000. SOUTH CAROLINA ST HSG TAXABLE CAL PROPERTY TYPE: SECURITIES					06/04/2002	07/03/2009
15,000.00		15,000.00						
		500. SOUTHWESTERN ENERGY CO PROPERTY TYPE: SECURITIES					05/06/2009	08/31/2009
18,451.00		20,523.00					-2,072.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1500. SOUTHWESTERN ENERGY CO PROPERTY TYPE: SECURITIES					04/19/2007	08/31/2009
55,353.00		31,713.00					23,640.00	
		1650. STAPLES INC PROPERTY TYPE: SECURITIES					06/08/2004	07/28/2009
34,457.00		32,021.00					2,436.00	
		25000. STAPLES INC NT DTD 3/27/2009 7.75 PROPERTY TYPE: SECURITIES					03/25/2009	09/09/2009
26,719.00		25,625.00					1,094.00	
		34896.198 TCW TOTAL RETURN BOND FUND CL PROPERTY TYPE: SECURITIES					11/12/2009	12/07/2009
356,587.00		353,100.00					3,487.00	
		1625. TRANS1 INC PROPERTY TYPE: SECURITIES					05/06/2009	11/10/2009
6,231.00		12,746.00					-6,515.00	
		1375. TRANS1 INC PROPERTY TYPE: SECURITIES					10/17/2007	11/10/2009
5,272.00		33,614.00					-28,342.00	
		11000. UNICA CORPORATION PROPERTY TYPE: SECURITIES					07/07/2006	05/06/2009
52,133.00		114,971.00					-62,838.00	
		1000. VANGUARD GNMA FUND DTD 2/1/2009 $0 PROPERTY TYPE: SECURITIES					08/06/2008	05/07/2009
10,680.00		10,120.00					560.00	
		9000. VANGUARD GNMA FUND DTD 2/1/2009 $0 PROPERTY TYPE: SECURITIES					08/06/2008	08/28/2009
96,120.00		91,080.00					5,040.00	
		1700. VANGUARD FIXED INCOME SECS FD PROPERTY TYPE: SECURITIES					05/07/2009	11/18/2009
16,575.00		14,841.00					1,734.00	
		600. VANGUARD FIXED INCOME SECS FD PROPERTY TYPE: SECURITIES					05/07/2009	12/03/2009
5,856.00		5,238.00					618.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5000. WILLIAMS COS INC. PROPERTY TYPE: SECURITIES					06/22/2005	05/06/2009
75,868.00		94,556.00					-18,688.00	
		500. XTO ENERGY INC PROPERTY TYPE: SECURITIES					05/06/2009	12/14/2009
23,978.00		20,925.00					3,053.00	
		1000. XTO ENERGY INC PROPERTY TYPE: SECURITIES					07/24/2008	12/14/2009
47,955.00		48,931.00					-976.00	
		40. BROOKFIELD INFRASTRUCTURE PARTNERS L PROPERTY TYPE: SECURITIES					01/31/2008	07/22/2009
509.00		822.00					-313.00	
		1185. COOPER INDUSTRIES LTD (PAR = 5) PROPERTY TYPE: SECURITIES					11/06/2008	06/19/2009
36,753.00		35,042.00					1,711.00	
TOTAL GAIN(LOSS)		....					-79,821.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABERDEEN ASIA PACIFIC INCOME FD INC	2,030.	1,477.
BLACKROCK INC	234.	234.
BRISTOL MYERS SQUIBB CO.	254.	254.
BROOKFIELD ASSET MANAGEMENT CL A	520.	520.
BURLINGTON NORTHN SANTA FE CORP	624.	624.
CVS CORP	263.	263.
COLUMBUS GA BLDG AUTH LEASE REV CALL DTD	6,550.	
CROWN CASTLE INTL CORP PFD CONV 6.25%	1,797.	
DCP MIDSTREAM LLC SR NT 144A DTD 2/24/20	785.	785.
ENTERPRISE PRODUCTS OPERATING LLP SR NT	2,451.	2,451.
FEDERAL HOME LOAN BANK CALL DTD 10/19/20	11,000.	11,000.
FEDERAL HOME LOAN BANK CALL DTD 5/20/200	4,250.	4,250.
GOVERNMENT NATL MTG ASSN MTG PL #585186	1,098.	1,098.
GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1	2,102.	2,102.
GOVERNMENT NATL MTG ASSN MTG PL #510859	126.	126.
GOVERNMENT NATL MTG ASSN MTG PL #542221	918.	918.
GOVERNMENT NATL MTG ASSN MTG PL # 544003	492.	492.
GOVERNMENT NATL MTG ASSN MTG PL #780400	374.	374.
GOVERNMENT NATL MTG ASSN MTG PL #781287	285.	285.
GOVERNMENT NATL MTG ASSN MTG PL #781324	254.	254.
GOVERNMENT NATL MTG ASSN MTG PL # 650699	4,148.	4,148.
GENERAL MLS INC	165.	165.
ISHARES INC MSCI BRAZIL INDEX FD	2,140.	2,140.
ISHARES FTSE/XINHUA CHINA 25	778.	778.
ISHARES IBOXX $ HIGH YIELD CORP BOND	2,148.	2,148.
J P MORGAN CHASE & CO	265.	265.
JOHNSON & JOHNSON	490.	490.
JOY GLOBAL INC	551.	551.
LEUCADIA NATL CORP SR NT 7.75%	7,750.	7,750.
LEUCADIA NATL CORP DTD 8/15/2003 7% 8/15	8,055.	8,055.
MCDONALDS CORP	275.	275.
MCDONALDS CORP DEBS CALL DTD 1/8/1998 6.	6,375.	6,375.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MICROSOFT CORP	280.	280.
NGP CAPITAL RESOURCES CO	1,750.	226.
OHIO HSG FIN AGY MTG REV TAXABLE CALL SE	5,950.	5,950.
PIMCO FDS TOTAL RETURN FD DTD 12/1/1991	235.	235.
PEPSICO INC	158.	158.
PIMCO INCOME FUND DTD 11/1/2009 $0.7121	1,914.	1,914.
POWERSHARES QQQ NASDAQ 100	346.	346.
POWERSHARES DYNAMIC	116.	116.
RANGE RES CORP	50.	50.
RANGE RES CORP CALL DTD 7/21/2003 7.375%	164.	164.
SPDR TR UNIT SER 1	1,123.	1,123.
SCHLUMBERGER LTD	391.	391.
SOUTH CAROLINA ST HSG TAXABLE CALL FSA D	4,773.	4,773.
STAPLES INC	272.	272.
STAPLES INC NT DTD 3/27/2009 7.75% 4/1/2	883.	883.
TCW TOTAL RETURN BOND FUND CL I $0.729	5,197.	5,197.
UNIVERSITY OKLA REVS CALL TXBL SER B DTD	6,105.	6,105.
VANGUARD FIXED INCOME SECS FD INC GNMA 0	1,074.	1,074.
VANGUARD GNMA FUND DTD 2/1/2009 $0.517	2,711.	2,711.
VANGUARD FIXED INCOME SECS FD	7,754.	7,754.
VANGUARD EMERGING MARKETS ETF	913.	913.
WAL MART STORES INC	545.	545.
WILLIAMS COS INC.	550.	550.
XTO ENERGY INC	620.	620.
COOPER INDUSTRIES LTD (PAR = 5)	889.	
STIP 1: US TREASURY ONLY DTD 8/31/2003	56.	56.
TOTAL	114,366.	103,053.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ALLIANCEBERNSTEIN	720.	57.
BROOKFIELD	21.	-42.
BUCKEYE	1,232.	-551.
ENTERPRISE	2,610.	-3,358.
KINDER MORGAN	473.	-1,946.
TEPPECO	943.	-985.
TOTALS	5,999.	-6,825.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FTCI TAX PREP FEE	1,750.	1,400.		350.
TOTALS	1,750.	1,400.	NONE	350.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FTCI FEES	2,141.	1,713.	428.
WM JONES ADV FEES	16,667.	13,334.	3,333.
POSTAGE	55.	11.	44.
ST OF OH - REG FEE	200.		200.
NWM LIFE INS POLICY	30,000.		
PARTNERSHIP INT EXP		29.	
PARTNERSHIP INV EXP		6.	
TOTALS	49,063.	15,093.	4,005.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD	385.	385.
FED EXCISE TAX	1,656.	
PARTNERSHIP FOR TAX		22.
TOTALS	2,041.	407.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
FTCI-STATEMENT ATTACHED	C	2,532,483.	2,629,558.
TOTALS		2,532,483.	2,629,558.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ACCRUED INT PAYABLE IN '09		27.
PARTNERSHIP CASH ADJ FACTOR		329.
	TOTAL	356.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
GRANTS IN TRANSIT		4,000.
MUTUAL FUNDS CASH ADJ FACTOR		429.
	TOTAL	4,429.

STATEMENT 9

STATE(S) WHERE THE FOUNDATION IS REGISTERED

===

OH

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
W. HARDY ESHBAUGH
ADDRESS:
209 MCKEE AVENUE
OXFORD, OH 45056
TITLE:
PRESIDENT

OFFICER NAME:
MARGARET C. VAN COLLER
ADDRESS:
BOX 93
VAALWATER SOUTH AFRICA, 0530
TITLE:
TRUSTEE

OFFICER NAME:
STEPHEN H. ESHBAUGH
ADDRESS:
1550 MOUNT ELLIS LANE
BOZEMAN, MT 59715
TITLE:
SECRETARY

OFFICER NAME:
DAVID C ESHBAUGH
ADDRESS:
2640 SW VISTA DRIVE
PORTLAND, OR 97225
TITLE:
TRUSTEE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BETH BRAND
ADDRESS:
BOX 299
KOMMETJIE, S AFRICA, 7976
TITLE:
TRUSTEE

OFFICER NAME:
ALAN VAN COLLER
ADDRESS:
BOX 93
VAALWATER, S AFRICA 05, 0530
TITLE:
TRUSTEE

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
NONE

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AUDUBON ALASKA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
INT'L CRANE FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
MONTANA NAT. HISTORY CTR
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MONTANA OUTDOOR SCIENCE
SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THREE VALLEY CONSERVATION
TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AMERICAN FUND FOR CHARITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
AUDUBON MIAMI VALLEY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PUPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
ATLANTIC SALMON FEDERATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 42,500.

STATEMENT 16

RECIPIENT NAME:
AREI AVIAN RESEARCH & EDUCATIONAL
ADDRESS:
INSTITUTE

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
GALLITIN VALLEY LAND TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
OREGON STATE PARKS TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 16,000.

RECIPIENT NAME:
OXFORD SOCIETY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HAWK MOUNTAIN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
MADELINE ISLAND WILDERNESS
PRESERVE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
TRIBUTARY FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ACADIA UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WATERSHED EDUCATION NETWORK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CONSERVATION BREEDING SPECIALIST GR
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
MISSOULA MEDICAL AID
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
WILD ROCKIES FIELD INSTITUTE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 149,000.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			807.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	33,421.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	34,228.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			310.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-114,030.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-329.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-114,049.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2009**

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			34,228.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-114,049.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-79,821.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:		
a	The loss on line 15, column (3) **or** b $3,000	16	(3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2500. ABERDEEN ASIA PACIFIC INCOME FD INC	05/06/2009	10/08/2009	16,029.00	13,050.00	2,979.00
1300. ALPHA NATURAL RESOURCES INC	08/27/2009	10/19/2009	49,677.00	44,080.00	5,597.00
820. BRISTOL MYERS SQUIBB CO.	11/06/2008	01/26/2009	18,495.00	16,857.00	1,638.00
115. BURLINGTON NORTHN SANTA FE CORP	11/06/2008	11/04/2009	11,188.00	9,427.00	1,761.00
1150. CVS CORP	10/31/2008	08/05/2009	39,484.00	35,156.00	4,328.00
7000. CHINA REAL ESTATE INFO CORP	11/17/2009	12/18/2009	72,700.00	105,098.00	-32,398.00
1000. CISCO SYS INC	03/18/2009	05/06/2009	19,320.00	16,498.00	2,822.00
50000. DCP MIDSTREAM LLC SR NT 144A DTD 2/24/2009 9.	02/20/2009	04/20/2009	49,000.00	49,925.00	-925.00
50000. ENTERPRISE PRODUCTS OPERATING LLP SR NT DTD 12/	12/05/2008	06/05/2009	56,500.00	50,625.00	5,875.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/22/2009	07/20/2009	1,280.00	444.00	836.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/22/2009	08/20/2009	1,387.00	481.00	906.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/22/2009	09/21/2009	1,134.00	393.00	741.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/22/2009	10/20/2009	1,744.00	604.00	1,140.00
36334.9718 GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/	06/22/2009	11/20/2009		435.00	-435.00
35108.4428 GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/	06/22/2009	12/21/2009		425.00	-425.00
375. ISHARES INC MSCI BRAZIL INDEX FD	05/06/2009	08/10/2009	22,766.00	18,971.00	3,795.00
375. ISHARES INC MSCI BRAZIL INDEX FD	05/06/2009	08/12/2009	22,317.00	18,971.00	3,346.00
1420. ISHARES FTSE/XINHUA CHINA 25	03/24/2009	03/24/2009	40,781.00	40,785.00	-4.00
410. ISHARES FTSE/XINHUA CHINA 25	03/24/2009	07/28/2009	17,292.00	11,776.00	5,516.00
500. ISHARES FTSE/XINHUA CHINA 25	03/24/2009	08/10/2009	20,978.00	14,361.00	6,617.00
500. ISHARES FTSE/XINHUA CHINA 25	03/24/2009	08/12/2009	20,580.00	14,361.00	6,219.00
1000. ISHARES IBOXX $ HIGH YIELD CORP BOND	05/06/2009	08/05/2009	82,803.00	76,007.00	6,796.00
765. JACOBS ENG GROUP INC	05/06/2009	09/01/2009	33,137.00	27,202.00	5,935.00
825. JOY GLOBAL INC	05/06/2009	09/01/2009	31,339.00	23,650.00	7,689.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2009

Name of estate or trust: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 700. KINDER MORGAN ENERGY PTNRS LP	02/27/2009	04/17/2009	33,184.00	34,944.00	-1,760.00
1075. MICROSOFT CORP	10/30/2008	07/08/2009	23,682.00	25,560.00	-1,878.00
1900. PFIZER INC. R	10/31/2008	01/26/2009	30,006.00	34,257.00	-4,251.00
1000. PROSHARES ULTRASHORT FINANCIALS	03/30/2009	04/03/2009	83,145.00	104,740.00	-21,595.00
1000. PROSHARES ULTRASHORT FINANCIALS	04/21/2009	04/22/2009	57,803.00	72,487.00	-14,684.00
3100. SPDR TR UNIT SER 1	11/26/2008	01/07/2009	282,934.00	271,025.00	11,909.00
2000. SPDR TR UNIT SER 1	03/04/2009	03/26/2009	164,324.00	142,159.00	22,165.00
1700. SANDRIDGE ENERGY INC	05/06/2009	07/28/2009	15,366.00	15,870.00	-504.00
500. SOUTHWESTERN ENERGY CO	05/06/2009	08/31/2009	18,451.00	20,523.00	-2,072.00
25000. STAPLES INC NT DTD 3/27/2009 7.75% 4/1/2011	03/25/2009	09/09/2009	26,719.00	25,625.00	1,094.00
34896.198 TCW TOTAL RETURN BOND FUND CL I $0.729	11/12/2009	12/07/2009	356,587.00	353,100.00	3,487.00
1625. TRANS1 INC	05/06/2009	11/10/2009	6,231.00	12,746.00	-6,515.00
1000. VANGUARD GNMA FUND DTD 2/1/2009 $0.517	08/06/2008	05/07/2009	10,680.00	10,120.00	560.00
1700. VANGUARD FIXED INCOME SECS FD	05/07/2009	11/18/2009	16,575.00	14,841.00	1,734.00
600. VANGUARD FIXED INCOME SECS FD	05/07/2009	12/03/2009	5,856.00	5,238.00	618.00
500. XTO ENERGY INC	05/06/2009	12/14/2009	23,978.00	20,925.00	3,053.00
1185. COOPER INDUSTRIES LTD (PAR = 5)	11/06/2008	06/19/2009	36,753.00	35,042.00	1,711.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 33,421.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5000. ABERDEEN ASIA PACIFIC INCOME FD INC	02/04/2003	10/08/2009	32,059.00	25,281.00	6,778.00
1000. BROOKFIELD ASSET MANAGEMENT CL A	11/20/2007	12/02/2009	21,550.00	34,275.00	-12,725.00
275. BURLINGTON NORTHN SANTA FE CORP	10/30/2008	11/04/2009	26,753.00	22,917.00	3,836.00
200000. FEDERAL HOME LOAN BANK CALL DTD 10/19/2006 5.	10/05/2006	10/19/2009	200,000.00	199,418.00	582.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	01/15/2009	35.00	37.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	02/16/2009	34.00	36.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	03/16/2009	514.00	537.00	-23.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	04/15/2009	34.00	35.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	05/15/2009	1,099.00	1,149.00	-50.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	06/15/2009	32.00	34.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	07/15/2009	36.00	38.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	08/17/2009	673.00	704.00	-31.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	09/15/2009	845.00	883.00	-38.00
. GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003	04/14/2003	10/15/2009	347.00	362.00	-15.00
16258.2609 GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD	04/14/2003	11/16/2009	32.00	34.00	-2.00
16226.2769 GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD	04/14/2003	12/15/2009	32.00	33.00	-1.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	01/20/2009	417.00	416.00	1.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	02/20/2009	799.00	797.00	2.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	03/20/2009	982.00	979.00	3.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	04/20/2009	999.00	996.00	3.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	05/20/2009	1,075.00	1,072.00	3.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	06/22/2009	1,050.00	1,046.00	4.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	07/20/2009		850.00	-850.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	08/20/2009		922.00	-922.00
. GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	09/21/2009		754.00	-754.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
ELIZABETH WAKEMAN HENDERSON CHARITABLE	65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a . GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6.00	06/15/2006	10/20/2009		1,159.00	-1,159.00
36334.9718 GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/	06/15/2006	11/20/2009	1,254.00	833.00	421.00
35108.4428 GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/	06/15/2006	12/21/2009	1,227.00	815.00	412.00
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	01/15/2009	23.00	24.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	02/16/2009	4.00	4.00	
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	03/16/2009	16.00	17.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	04/15/2009	7.00	7.00	
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	05/15/2009	92.00	94.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	06/15/2009	5.00	6.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	07/15/2009	6.00	6.00	
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	08/17/2009	6.00	6.00	
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	09/15/2009	3.00	3.00	
. GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/199	06/15/2006	10/15/2009	3.00	3.00	
2733.795 GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD	06/15/2006	11/16/2009	152.00	155.00	-3.00
2726.187 GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD	06/15/2006	12/15/2009	4.00	4.00	
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	01/15/2009	68.00	71.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	02/16/2009	69.00	71.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	03/16/2009	75.00	77.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	04/15/2009	75.00	78.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	05/15/2009	87.00	90.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	06/15/2009	76.00	79.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	07/15/2009	77.00	79.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	08/17/2009	77.00	80.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	09/15/2009	78.00	80.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/200	08/27/2007	10/15/2009	78.00	81.00	-3.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number
65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 38059.1325 GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD	08/27/2007	11/16/2009	78.00	81.00	-3.00
37822.1865 GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD	08/27/2007	12/15/2009	79.00	82.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	01/15/2009	11.00	12.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	02/16/2009	11.00	12.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	03/16/2009	11.00	12.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	04/15/2009	11.00	12.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	05/15/2009	11.00	12.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	06/15/2009	11.00	12.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	07/15/2009	11.00	12.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	08/17/2009	685.00	717.00	-32.00
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	09/15/2009	11.00	11.00	
. GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001	06/15/2005	10/15/2009	11.00	11.00	
13032.8378 GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD	06/15/2005	11/16/2009	11.00	11.00	
13011.402 GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD	06/15/2005	12/15/2009	11.00	11.00	
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	01/15/2009	179.00	195.00	-16.00
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	02/16/2009	132.00	143.00	-11.00
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	03/16/2009	70.00	76.00	-6.00
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	04/15/2009	60.00	66.00	-6.00
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	05/15/2009	125.00	135.00	-10.00
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	06/15/2009	67.00	73.00	-6.00
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	07/15/2009	50.00	54.00	-4.00
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	08/17/2009	94.00	102.00	-8.00
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	09/15/2009	131.00	143.00	-12.00
. GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996	03/16/1998	10/15/2009	181.00	196.00	-15.00
4772.816 GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD	03/16/1998	11/16/2009	68.00	74.00	-6.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4734.078 GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD	03/16/1998	12/15/2009	39.00	42.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	01/15/2009	65.00	68.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	02/16/2009	43.00	45.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	03/16/2009	58.00	61.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	04/15/2009	65.00	67.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	05/15/2009	71.00	74.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	06/15/2009	85.00	88.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	07/15/2009	81.00	84.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	08/17/2009	61.00	64.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	09/15/2009	70.00	73.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001	07/09/2002	10/15/2009	51.00	53.00	-2.00
3717.5129 GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD	07/09/2002	11/16/2009	54.00	56.00	-2.00
3641.5431 GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD	07/09/2002	12/15/2009	76.00	79.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	01/15/2009	53.00	55.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	02/16/2009	44.00	46.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	03/16/2009	60.00	63.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	04/15/2009	76.00	79.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	05/15/2009	56.00	59.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	06/15/2009	50.00	52.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	07/15/2009	70.00	73.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	08/17/2009	61.00	64.00	-3.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	09/15/2009	61.00	63.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001	06/19/2002	10/15/2009	52.00	54.00	-2.00
3308.0233 GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD	06/19/2002	11/16/2009	58.00	61.00	-3.00
3232.0646 GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD	06/19/2002	12/15/2009	76.00	79.00	-3.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a . GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	01/15/2009	83.00	85.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	02/16/2009	4,641.00	4,758.00	-117.00
. GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	03/16/2009	4,712.00	4,831.00	-119.00
. GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	04/15/2009	73.00	75.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	05/15/2009	75.00	77.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	06/15/2009	4,557.00	4,672.00	-115.00
. GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	07/15/2009	4,486.00	4,599.00	-113.00
. GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	08/17/2009	65.00	66.00	-1.00
. GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	09/15/2009	65.00	67.00	-2.00
. GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006	05/17/2006	10/15/2009	2,476.00	2,538.00	-62.00
54695.04 GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD	05/17/2006	11/16/2009	63.00	65.00	-2.00
54631.467 GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD	05/17/2006	12/15/2009	64.00	65.00	-1.00
1000. JOY GLOBAL INC	09/06/2006	09/01/2009	37,987.00	45,547.00	-7,560.00
975. LEUCADIA NATL CORP	05/30/2007	05/06/2009	22,872.00	34,322.00	-11,450.00
3000. POWERSHARES DYNAMIC	04/19/2006	07/22/2009	44,829.00	54,960.00	-10,131.00
1000. SPDR GOLD TRUST	12/10/2008	12/18/2009	108,787.00	79,861.00	28,926.00
1300. SANDRIDGE ENERGY INC	11/06/2007	07/28/2009	11,751.00	40,208.00	-28,457.00
5000. SOUTH CAROLINA ST HSG TAXABLE CALL FSA DTD 11	06/04/2002	01/05/2009	5,000.00	5,000.00	
15000. SOUTH CAROLINA ST HSG TAXABLE CALL FSA DTD 11	06/04/2002	07/03/2009	15,000.00	15,000.00	
1500. SOUTHWESTERN ENERGY CO	04/19/2007	08/31/2009	55,353.00	31,713.00	23,640.00
1650. STAPLES INC	06/08/2004	07/28/2009	34,457.00	32,021.00	2,436.00
1375. TRANS1 INC	10/17/2007	11/10/2009	5,272.00	33,614.00	-28,342.00
11000. UNICA CORPORATION	07/07/2006	05/06/2009	52,133.00	114,971.00	-62,838.00
9000. VANGUARD GNMA FUND DTD 2/1/2009 $0.517	08/06/2008	08/28/2009	96,120.00	91,080.00	5,040.00
5000. WILLIAMS COS INC.	06/22/2005	05/06/2009	75,868.00	94,556.00	-18,688.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side
ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number
65-6234202

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1000. XTO ENERGY INC	07/24/2008	12/14/2009	47,955.00	48,931.00	-976.00
40. BROOKFIELD INFRASTRUCTURE PARTNERS LP	01/31/2008	07/22/2009	509.00	822.00	-313.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -114,030.00

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

VANGUARD FIXED INCOME SECS FD INC GNMA 0%	468.00	
VANGUARD FIXED INCOME SECS FD	339.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		807.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

NGP CAPITAL RESOURCES CO	130.00	
VANGUARD FIXED INCOME SECS FD INC GNMA 0%	180.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		310.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		310.00

STATEMENT 1

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-329.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-329.00

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE INCOME

TRADE DATE BASIS
AS OF DEC 31 2008

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U S Dollar								
Cash								
538,051 5800	Cash		538,051.58		538,051 58		N/A	0 00
Total SHORT TERM			538,051 58		538,051 58			0 00
Total			538,051 58		538,051.58			0 00
Accrued Income			0 00		0 00			
Grand Total			538,051 58		538,051.58			0 00

REPORT RUN 05/05/2009 AT 04 11 PM

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
AS OF DEC 31 2008

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U S Dollar								
Cash								
-535,719 1300	Cash		-535,719 13		-535,719 13		N/A	0 00
Cash Equivalents								
237,000 0000	STIP 1 US TREASURY ONLY DTD 8/31/2003	1 0000	237,000 00	1 0000	237,000 00	237	0 10	26 96
Total U S Dollar			-298,719 13		-298,719 13	237	0 08	26 96
Total SHORT TERM			-298,719 13		-298,719 13	237	0 08	26 96

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2008

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U S Dollar								
Governments								
10,000 0000	VANGUARD GNMA FUND DTD 2/1/2009 $0 517	10 1200	101,200 00	10 5800	105,800 00	5,110	4 83	0 00
Agencies								
100,000 0000	FEDERAL HOME LOAN BANK CALL DTD 5/20/2008 4 25% 5/20/2015 AAA Callable on 05/20/2010 @ 100%	100 0000	100,000 00	102 6105	102,610 50	4,250	2 32	484 03
200,000 0000	FEDERAL HOME LOAN BANK CALL DTD 10/19/2006 5 5% 10/19/2016 AAA Callable on 10/19/2009 @ 100%	99 7090	199,418 00	102 9381	205,876 20	11,000	1 78	2,200 00
Total Agencies			299,418 00		308,486 70	15,250	1 96	2,684 03
Mortgages								
5,930 0600	GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996 7 00% 12/15/2025 N/R	108 5994	6,440 01	105 9992	6,285 82	415	7 00	33 55

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

FIDUCIARY TRUST COMPANY INTERNATIONAL
INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2008

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
1,684 7220	GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/1999 8 00% 12/15/2029 N/R	101 7800	1,714 71	106 7181	1,797 90	135	8 00	11 08
13,523 9718	GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/2000 7 00% 12/15/2030 N/R	103 7413	14,029 94	105 8319	14,312 67	947	7 00	78 49
7,311 8739	GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001 7 00% 3/15/2031 N/R	104 5973	7,648 02	105 7755	7,734 17	512	7 00	42 59
4,421 0819	GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001 7 00% 5/15/2031 N/R	104 2657	4,609 67	105 8360	4,679 10	309	7 00	25 41
3,948 7362	GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001 7 00% 7/15/2031 N/R	104 4063	4,122 73	105 8031	4,177 89	276	7 00	22 73
19,939 7625	GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003 6 00% 2/15/2033	104 5313	20,843 29	103 4991	20,637 47	1,196	6 00	99 52
75,989 4450	GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006 6 50% 1/15/2036 AAA	102 5312	77,912 91	104.1881	79,171 99	4,939	6 50	411 16

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
34,078 6400	GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6 00% 1/20/2036 AAA	99 6874	33,972 11	103 1551	35,153 85	2,045	6 00	168 31
Total Mortgages			171,293 39		173,950 86	10,775	6 46	892 84
Corporates								
100,000 0000	LEUCADIA NATL CORP DTD 8/15/2003 7% 8/15/2013 BB+	101 5625	101,562 50	80.0000	80,000 00	7,000	12 87	2,644 44
100,000 0000	LEUCADIA NATL CORP SR NT DTD 8/18/1993 7 75% 8/15/2013 BB+	105 5740	105,574 00	82 6250	82,625 00	7,750	12 84	2,927 78
50,000 0000	ENTERPRISE PRODUCTS OPERATING LLP SR NT DTD 12/8/2008 9 75% 1/31/2014 BBB-	101 2500	50,625 00	101 9292	50,964 60	4,875	9 27	311 46
110,000 0000	UNIVERSITY OKLA REVS CALL TXBL Ser B DTD 2/22/2007 5 55% 7/1/2019 AA- Callable on 07/01/2016 @ 100%	101 2860	111,414 60	99 9990	109,998 90	6,105	5 55	3,052 50
100,000 0000	MCDONALDS CORP DEBS CALL DTD 1/8/1998 6 375% 1/8/2028 A	99 6420	99,642.00	106 5092	106,509 20	6,375	5 81	3,063 54

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY U S DOLLAR
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INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2008

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
100,000 0000	OHIO HSG FIN AGY MTG REV TAXABLE CALL Ser C DTD 4/11/2007 5 95% 3/1/2029 N/R Callable on 09/01/2016 @ 100%	103 5000	103,500 00	92 0150	92,015 00	5,950	6 68	1,983 33
60,000 0000	SOUTH CAROLINA ST HSG TAXABLE CALL FSA DTD 11/1/1999 8 3% 7/1/2032 N/R Callable on 12/01/2009 @ 100%	105 5000	63,300 00	100 3640	60,218 40	4,980	7 87	2,490 00
Total Corporates			635,618 10		582,331 10	43,035	8 38	16,473 05
Municipals								
100,000 0000	COLUMBUS GA BLDG AUTH LEASE REV CALL DTD 5/1/1999 6 55% 8/1/2014 AA Callable on 08/01/2009 @ 100%	102 6950	102,695 00	101 3440	101,344 00	6,550	4 19	2,729 17
Fixed Income Funds								
5,000 0000	ABERDEEN ASIA PACIFIC INCOME FD INC $0 42	5 0562	25,281 00	4 3000	21,500 00	2,100	9 77	425 00
Total U S Dollar			1,335,505 49		1,293,412 66	82,820	6 00	23,204 09

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total FIXED INCOME			1,335,505 49		1,293,412 66	82,820	6 00	23,204 09
CONVERTIBLES								
U S Dollar								
Convertible Preferred								
575 0000	CROWN CASTLE INTL CORP PFD CONV 6 25% CCC+	30 6052	17,597 99	36 0625	20,735 94	1,797	8 67	0 00
Total CONVERTIBLES			17,597 99		20,735 94	1,797	8 67	0 00
EQUITIES								
U S Dollar								
500 0000	ALLIANCEBERNSTEIN HOLDING LP	74 6899	37,344 95	20 7900	10,395 00	1,200	11 54	0 00
540 0000	AMERICAN TOWER CORP CL A	29 7069	16,041 73	29 3200	15,832 80		N/A	0 00

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
820 0000	BRISTOL-MYERS SQUIBB CO	20 5578	16,857 40	23 2500	19,065 00	1,017	5 33	254 20
1,000 0000	BROOKFIELD ASSET MANAGEMENT CL A	34 2750	34,275 00	15 2700	15,270 00	520	3 41	0 00
40 0000	BROOKFIELD INFRASTRUCTURE PARTNERS LP	20 5565	822 26	11 2000	448 00	42	9 46	0 00
390 0000	BURLINGTON NORTHN SANTA FE CORP	82 9338	32,344 18	75 7100	29,526 90	624	2 11	156 00
1,185 0000	COOPER INDUSTRIES LTD CL A	29 5716	35,042 32	29 2300	34,637 55	1,185	3 42	296 25
1,150 0000	CVS CAREMARK CORP	30 5703	35,155 84	28 7400	33,051 00	317	0 96	0 00
1,000 0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	23 8721	23,872 07	20 7300	20,730 00	2,090	10 08	0 00
500 0000	J P MORGAN CHASE & CO	37 1182	18,559 10	31 5300	15,765.00	760	4 82	0 00
515 0000	JACOBS ENGINEERING GROUP INC	32 2923	16,630 53	48 1000	24,771 50		N/A	0 00
1,325 0000	JOY GLOBAL INC	40 5878	53,778 88	22 8900	30,329 25	928	3 06	0 00
450 0000	KINDER MORGAN ENERGY PARTNERS L P UNIT	51 9435	23,374 58	45 7500	20,587 50	1,836	8 92	0 00
975 0000	LEUCADIA NATIONAL CORP	35 2023	34,322 24	19 8000	19,305 00	244	1 26	0 00
1,075 0000	MICROSOFT CORP	23 7768	25,560 06	19 4400	20,898 00	559	2 67	0 00

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
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INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
4,000 0000	NGP CAPITAL RESOURCES CO	13 8588	55,435 20	8 3700	33,480 00	6,560	19 59	1,640 00
1,900 0000	PFIZER INC	18 0302	34,257 38	17 7100	33,649 00	2,432	7 23	0 00
1,300 0000	SANDRIDGE ENERGY INC	30 9295	40,208 35	6 1500	7,995 00		N/A	0 00
330 0000	SCHLUMBERGER LTD	48 1668	15,895 04	42 3300	13,968 90	277	1 98	69 30
1,500 0000	SOUTHWESTERN ENERGY CO	21 1420	31,712 98	28 9700	43,455 00		N/A	0 00
1,650 0000	STAPLES INC	19 4069	32,021 33	17 9200	29,568 00	545	1 84	0 00
1,375 0000	TRANS1 INC	24 4463	33,613 66	7 2100	9,913 75		N/A	0 00
349 0000	TRANSOCEAN LTD	121 5523	29,746.29	47 2500	16,490 25		N/A	0 00
11,000 0000	UNICA CORPORATION	10 4519	114,970 64	5 4800	60,280 00		N/A	0 00
5,000 0000	WILLIAMS COMPANIES INC	18 9111	94,555 50	14 4800	72,400 00	2,200	3 04	0 00
1,000 0000	XTO ENERGY INC	48 9309	48,930 90	35 2700	35,270 00	480	1 36	120 00
3,000 0000	POWERSHARES DYNAMIC	18 3200	54,960 00	14 3900	43,170 00	510	1 18	0 00
1,000 0000	SPDR GOLD TRUST	79 8606	79,860 60	86 5500	86,550 00		N/A	0 00
3,100 0000	SPDR TR UNIT SER 1	87 4273	271,024 63	90 2400	279,744 00	8,919	3 19	2,229 95

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
1,000 0000	VANGUARD EMERGING MARKETS ETF	35 8750	35,875 00	23 7000	23,700 00	1,178	4 97	0 00
Total U S Dollar			1,377,048.64		1,100,246 40	34,422	3 13	4,765 70
Total EQUITIES			1,377,048.64		1,100,246 40	34,422	3 13	4,765 70

OTHER ASSETS
============

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar								
Other Assets								
1 0000	SEAL ENV STC NWEST MUT LIF PLCY 14849220IN AMT $100000 N/O WILLIAM ESHBAUGH III		0 00	1 0000	1 00		N/A	0 00
Total OTHER ASSETS			0 00		1 00			0 00

ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION
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INVESTOR SERVICES CURRENCY APPRAISAL

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total			2,431,432.99		2,115,676 87	119,275		27,996 75
Accrued Income			27,996 75		27,996 75			
Grand Total			2,459,429.74		2,143,673 62	119,275		27,996 75

REPORT RUN 05/05/2010 AT 02 40 PM

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ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE INCOME

TRADE DATE BASIS
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U S Dollar								
Cash								
653,965 1000	Cash		653,965 10		653,965 10		N/A	0 00
Total SHORT TERM			653,965 10		653,965 10			0 00
Total			653,965 10		653,965 10			0 00
Accrued Income			0 00		0 00			
Grand Total			653,965 10		653,965 10			0 00

REPORT RUN 05/05/2010 AT 02 40 PM

FIDUCIARY TRUST COMPANY INTERN/TIONAL
INVESTOR SERVICES CURRENCY APPPAISAL

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

TRADE DATE BASIS
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
SHORT TERM								
U S Dollar								
Cash								
-653,703 0900	Cash		-653,703 09		-653,703 09		N/A	0 00
Cash Equivalents								
271,000 0000	STIP 1 US TREASURY ONLY DTD 8/31/2003	1 0000	271,000 00	1 0000	271,000 00	24	0 01	1 14
Total U S Dollar			-382,703 09		-382,703 09	24	0 01	1 14
Total SHORT TERM			-382,703 09		-382,703 09	24	0 01	1 14

FIDUCIARY TRUST COMPANY INTERNATIONAL
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ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
ACCOUNT # 420426707
BASE CURRENCY U S DOLLAR
PORTFOLIO TYPE PRINCIPAL

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
FIXED INCOME								
U S Dollar								
Agencies								
100,000 0000	FEDERAL HOME LOAN BANK CALL DTD 5/20/2008 4 25% 5/20/2015 AAA Callable on 05/20/2010 @ 100%	100 0000	100,000 00	101 3440	101,344 00	4,250	0 75	484 03
Mortgages								
4,734 0780	GOVERNMENT NATL MTG ASSN MTG PL #780400 DTD 7/1/1996 7 00% 12/15/2025 N/R	108 5996	5,141 19	110 9992	5,254 79	331	7 00	27 37
1,363 0935	GOVERNMENT NATL MTG ASSN MTG PL #510859 DTD 12/1/1999 8 00% 12/15/2029 N/R	101 7795	1,387 35	114 9877	1,567 39	109	8 00	9 07
12,607 3955	GOVERNMENT NATL MTG ASSN MTG PL #542221 DTD 12/1/2000 7 00% 12/15/2030 N/R	103 7413	13,079 07	111 3837	14,042 58	883	7 00	72 92
6,505 7010	GOVERNMENT NATL MTG ASSN MTG PL # 544003DTD 3/1/2001 7 00% 3/15/2031 N/R	104 5973	6,804 79	111 4056	7,247 72	455	7 00	37 89

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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
3,641 5431	GOVERNMENT NATL MTG ASSN MTG PL #781287 DTD 5/1/2001 7 00% 5/15/2031 N/R	104 2654	3,796 87	111 3773	4,055 85	255	7 00	20 82
3,232 0646	GOVERNMENT NATL MTG ASSN MTG PL #781324 DTD 8/1/2001 7 00% 7/15/2031 N/R	104 4060	3,374 47	111 3953	3,600 37	226	7 00	18 43
16,226 2769	GOVERNMENT NATL MTG ASSN MTG PL #585186 DTD 2/1/2003 6 00% 2/15/2033	104 5313	16,961 54	106 7182	17,316 40	974	6 00	80 97
54,631 4670	GOVERNMENT NATL MTG ASSN MTG PL # 650699DTD 1/1/2006 6 50% 1/15/2036 AAA	102 5312	56,014 31	106 5126	58,189 40	3,551	6 50	199 52
35,108 4428	GOVERNMENT NATL MTG ASSN PL # 3808 DTD 1/1/2006 6 00% 1/20/2036 AAA	101 1249	35,503 38	106 1603	37,271 25	2,107	6 00	168 35
Total Mortgages			142,062 97		148,545 75	8,891	6 45	635 34
Corporates								
50,000 0000	RANGE RES CORP CALL DTD 7/21/2003 7 375% 7/15/2013 BB	98 0000	49,000 00	102 2500	51,125 00	3,688	6 65	1,700 35

ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION
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TRADE DATE BASIS
AS OF DEC 31 2009

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
125,000 0000	LEUCADIA NATL CORP DTD 8/15/2003 7% 8/15/2013 BB+	97 7500	122,187 50	100 8750	126,093.75	8,750	6 72	3,305 56
100,000 0000	LEUCADIA NATL CORP SR NT DTD 8/18/1993 7 75% 8/15/2013 BB+	105 5740	105,574 00	100 8750	100,875 00	7,750	7 47	2,927 78
110,000 0000	UNIVERSITY OKLA REVS CALL TXBL Ser B DTD 2/22/2007 5 55% 7/1/2019 AA- Callable on 07/01/2016 @ 100%	101 2860	111,414 60	99 4170	109,358 70	6,105	5 63	3,052 50
100,000 0000	MCDONALDS CORP DEBS CALL DTD 1/8/1998 6 375% 1/8/2028 A	99 6420	99,642 00	105 9685	105,968.50	6,375	5 84	3,063 54
100,000 0000	OHIO HSG FIN AGY MTG REV TAXABLE CALL Ser C DTD 4/11/2007 5 95% 3/1/2029 N/R Callable on 09/01/2016 @ 100%	103 5000	103,500 00	95 4760	95,476 00	5,950	6 36	1,983 33

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
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INVESTOR SERVICES CURRENCY APPRAISAL

TRADE DATE BASIS
AS OF DEC 31 2009

Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
40,000 0000	SOUTH CAROLINA ST HSG TAXABLE CALL FSA DTD 11/1/1999 8 3% 7/1/2032 N/R	105 5000	42,200 00	100 0190	40,007 60	3,320	8 30	1,660 00
Total Corporates			633,518 10		628,904 55	41,938	6 54	17,693 06
Municipals								
100,000 0000	COLUMBUS GA BLDG AUTH LEASE REV CALL DTD 5/1/1999 6 55% 8/1/2014 AA+	102 6950	102,695 00	100 0300	100,030 00	6,550	6 54	2,729 17
Fixed Income Funds								
13,799 4480	PIMCO FDS TOTAL RETURN FD INSTL DTD 1/1/2001 $0 62	10 8700	150,000 00	10 8000	149,034 04	5,081	3 41	235 47
15,060 2410	PIMCO INCOME FUND DTD 11/1/2009 $0 7121	9 9600	150,000 00	9 8400	148,192 77	8,245	5 56	405 89
9,000 0000	VANGUARD GNMA FUND DTD 1/1/2003 $0 428	10 6800	96,120 00	10 6400	95,760 00	2,705	2 83	231 23
22,585 4520	VANGUARD INTM TERM INV G-INV DTD 10/1/2008 $0 51	8 7300	197,171 00	9 6200	217,272 05	10,142	4 67	899 32
Total Fixed Income Funds			593,291 00		610,258 86	26,173	4 29	1,771 91
Total U S Dollar			1,571,567 07		1,589,083 16	87,801	5 30	23,313 51

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
Total FIXED INCOME			1,571,567 07		1,589,083 16	87,801	5 30	23,313 51
CONVERTIBLES								
U S Dollar								
Convertible Preferred								
575 0000	CROWN CASTLE INTL CORP PFD CONV 6 25% CCC+	30 6052	17,597 99	58 0625	33,385 94	1,797	5 38	0 00
Total CONVERTIBLES			17,597 99		33,385 94	1,797	5 38	0 00
EQUITIES								
U S Dollar								
1,000 0000	ALLIANCEBERNSTEIN HOLDING LP	50 7700	50,769 95	28 1000	28,100 00	2,680	9 54	0 00
540 0000	AMERICAN TOWER CORP CL A	29 7069	16,041 73	43 2100	23,333 40		N/A	0 00

ELIZABETH WAKEMAN HENDERSON CHARITABLE
FOUNDATION
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
300 0000	BLACKROCK INC	233 5500	70,065 00	232 2000	69,660 00	936	1 34	0 00
450 0000	BUCKEYE PARTNERS L P UNIT LTD PARTNERS	35 9743	16,188 45	54 4500	24,502 50	1,665	6 80	0 00
500 0000	CANADIAN IMPERIAL BK COMM TORONTO	62 2304	31,115 20	64 6200	32,310 00	1,656	5 12	409 91
2,000 0000	CISCO SYSTEMS INC	16 4484	32,896 80	23 9400	47,880 00		N/A	0 00
500 0000	DANAHER CORP	72 8129	36,406 45	75 2000	37,600 00	80	0 21	20 00
1,806 0000	ENTERPRISE PRODS PARTNERS LP COM UNIT	22 2306	40,148 39	31 4100	56,726 46	3,991	7 04	0 00
500 0000	GENERAL MILLS INC	61 6181	30,809 06	70 8100	35,405 00	980	2 77	0 00
1,000 0000	HEWLETT-PACKARD CO	49 9139	49,913 90	51 5100	51,510 00	320	0 62	80 00
1,000 0000	J P MORGAN CHASE & CO	40 4998	40,499 75	41 6700	41,670 00	200	0 48	0 00
500 0000	JOHNSON & JOHNSON CO	60 7872	30,393 60	64 4100	32,205 00	980	3 04	0 00
500 0000	MCDONALDS CORP	62 1687	31,084 35	62 4400	31,220.00	1,100	3 52	0 00
4,000 0000	NGP CAPITAL RESOURCES CO	13 8588	55,435 20	8 1300	32,520 00	2,720	8 36	680 00
350 0000	PEPSICO INC	56 0003	19,600 11	60 8000	21,280 00	630	2 96	157 50
750 0000	RANGE RESOURCES CORP	47 7832	35,837 43	49 8500	37,387 50	120	0 32	0 00

ELIZABETH WAKEMAN HENDERSON CHARITABLE FOUNDATION
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
U S Dollar			Cont					
600 0000	SCHLUMBERGER LTD	51 6762	31,005 70	65 0900	39,054 00	504	1 29	126 00
1,000 0000	SOUTHWESTERN ENERGY CO	45 8029	45,802 90	48 2000	48,200 00		N/A	0 00
500 0000	TRANSOCEAN LTD	107 5056	41,077.33	82 8000	41,400 00		N/A	0 00
750 0000	WAL MART STORES INC	50 8202	38,115 15	53 4500	40,087 50	818	2 04	204 38
1,000 0000	ISHARES FTSE/XINHUA CHINA 25	45 3697	45,369 70	42 2700	42,270 00	444	1 05	0 00
750 0000	ISHARES INC MSCI BRAZIL INDEX FD	76 8525	57,639 37	74 6100	55,957 50	167	0 30	83 37
1,640 0000	POWERSHARES QQQ NASDAQ 100	28 1873	46,227 17	45 9200	75,308 80	508	0 68	0 00
1,500 0000	VANGUARD EMERGING MARKETS ETF	33 9166	50,874 95	41 0000	61,500 00	818	1 33	0 00
Total U S Dollar			943,317.64		1,007,087 66	21,316	2 12	1,761 16
Total EQUITIES			943,317.64		1,007,087 66	21,316	2 12	1,761 16

ELIZABETH WAKEMAN HENDERSON CHARITABLE
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Units	Security Description	Unit Cost	Cost	Price	Market Value	Estimated Annual Income	Yield	Accrued Income
OTHER ASSETS								
U S Dollar								
Other Assets								
1 0000	SEAL ENV STC NUEST MUT LIF PLCY 14849220IN AMT $100000 N/O WILLIAM ESHBAUGH III		0 00	1 0000	1 00		N/A	0 00
Total OTHER ASSETS			0 00		1 00			0 00
Total			2,149,779.61		2,246,854 67	110,938		25,075 81
Accrued Income			25,075 81		25,075 81			
Grand Total			2,174,855.42		2,271,930 48	110,938		25,075 81

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: ELIZABETH WAKEMAN HENDERSON CHARITABLE

Employer identification number: 65-6234202

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					807.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	807.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					310.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-329.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-19.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2009**

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			807.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-19.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			788.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20. If zero or less, enter -0-		22		
23	Subtract line 22 from line 17. If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (.15)				30
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31
32	Add lines 30 and 31				32
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34

ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY.
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PARTNERSHIP INVESTMENT INCOME

SCHEDULE E - UNRELATED DEBT-FINANCED INCOME

1 DESCRIPTION OF DEBT-FINANCED PROPERTY	2. GROSS INCOME	3 DEDUCTIONS DIRECTLY CONNECTED (3A)	(3B)	4 AVERAGE ACQUISITION DEBT	5 AVERAGE ADJUSTED BASIS	6. % 4 IS OF 5	7. GROSS INCOME REPORTABLE (2 X 6)	8. ALLOCABLE DEDUCTIONS 6 * (3A + 3B)
ALLIANCEBERNSTEIN HOLDINGS L.P.								
ENTERPRISE PRODUCTS PARTNERS L.P.								
KINDER MORGAN ENERGY PARTNERS, L.P.								
TOTALS								

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

VANGUARD FIXED INCOME SECS FD INC GNMA 0%	468.00	
VANGUARD FIXED INCOME SECS FD	339.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		807.

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

NGP CAPITAL RESOURCES CO	130.00	
VANGUARD FIXED INCOME SECS FD INC GNMA 0%	180.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		310.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		310.